

**KINCORA VILLAGE CENTER
(ZMAP 2008-0021)**

Zoning Map Amendment Petition and Zoning Modifications

Statement of Justification

**October 31, 2008
July 23, 2009
October 5, 2009
January 13, 2010 (Revised)**

INTRODUCTION

NA Dulles Real Estate Investor, LLC (the "Applicant") proposes to rezone 336.60 acres of a 396.91-acre parent tract (the "Property") located in the southwest quadrant of the Harry Byrd Highway (Route 7) and Sully Road (Route 28) interchange. The Property is bounded to the north and west by Broad Run, to the east by Route 28 and to the south by flex-industrial uses and Severn Way. The Property is more particularly described as Parcel Identification Number (PIN) references 042-29-6582, 042-49-0209 and 041-29-8238(pt.). The Property is currently zoned Planned Development-Industrial Park (PD-IP) pursuant to the provisions of the 1972 Zoning Ordinance and is subject to the requirements of the Floodplain Overlay District (FOD) and the Airport Impact Overlay District (AI). The Applicant seeks to rezone the Property to the PD-MUB, FOD and AI Districts, while the residual 60.27 acres will remain zoned PD-IP, FOD and AI. In addition to the zoning districts that govern the use of the site, the Property is also located within the Route 28 Tax Improvement District. The Property is located in the Broad Run Election District.

BACKGROUND AND PROPOSAL

On November 14, 2007, the Loudoun County Board of Supervisors (BOS) denied the Kincora Rezoning application (ZMAP 2006-0016) (the "Previous Application"), which requested approval to remap the parent tract of the Property, which at the time was 424 acres, from the PD-IP District to the Planned Development-Town Center (PD-TC) and Planned Development-Office Park (PD-OP) districts. The Previous Application proposed development of a vibrant, mixed-use business community, consisting of keynote employment office uses, support retail, multifamily residential uses, civic space and a 175-acre public park along the Broad Run. The Previous Application requested numerous modifications of the PD-TC and PD-OP zoning districts because even though the Property was well-suited for a mixed-use development, the Revised 1993 Loudoun County Zoning Ordinance did not provide a single zoning district that truly

permitted and encouraged mixed-use development. On December 18, 2007, after the Previous Application had been denied, the BOS created a Planned Development-Mixed Use Business (PD-MUB) District, which supports the type of high-quality mixed-use communities proposed with Kincora. If the PD-MUB District had been available, the Applicant would have requested rezoning to that district in the Previous Application, since Kincora was not intended to be a "town center," but rather a large-scale mixed-use business center consistent with the County's vision for the Route 28 corridor.

Since the BOS denial of the Previous Application, the Virginia Department of Transportation (VDOT) has acquired portions of the parent tract for the Route 28/Nokes Boulevard interchange; thereby reducing the size of the Property. In addition, a Special Exception application (SPEX 2008-0054) has been submitted on a portion of the original site to request approval of a recreational facility (minor-league baseball stadium), office space and auxiliary uses and was approved by the Board of Supervisors on July 21, 2009. The Special Exception and this Rezoning application are separate and stand alone, although the uses are integrated from a planning, transportation and layout perspective. With the addition of the baseball stadium and office uses in the Special Exception, this Rezoning application offers a development program that is different from the Previous Application. The integration of the proposed Special Exception uses into the proposed mixed-use business center not only creates a synergistic marquee development at the intersection of Routes 7 and 28, but it will generate the type of commercial tax base expansion envisioned for the Route 28 corridor.

The Property's proximity to major employment centers and Dulles International Airport and its access to Routes 7 and 28, position this Property for the Class A business community envisioned for Kincora. Recent trends in energy consumption and commuting patterns, as well as homeownership and quality of life issues, have increased the need for multifamily residential uses in proximity to employment and service related centers. In 2008, the keynote employment uses the County desires to grow its tax base, look to locate in mixed-use communities like Kincora. The office tenants want convenient proximity to residential, retail, entertainment and recreational uses. The ability to provide a successful work/live/play environment, while protecting significant environmental resources and completing necessary regional transportation improvements, will only be achieved through the Rezoning proposed by the Applicant.

The Property's current PD-IP designation would permit the development of light and medium industrial uses at a FAR up to 0.40. Development of the Property according to its present zoning would fail to capitalize on the Property's strategic location and would be a missed opportunity for the County to realize a high-quality development, maximize the potential tax base expansion, and obtain critical regional transportation links, including the extension of Gloucester Parkway. The proposed development (hereafter referred to as "Kincora Village Center") will promote several of the County's goals related to economic development, tax base expansion, environmental protection, recreational amenities, affordable housing, and regional transportation improvements. Development of the Property according to the provisions of the PD-IP District, as administered by the 1972 Zoning Ordinance, will not achieve these County goals and the Property at this key commercial location will remain underutilized.

FACTORS FOR CONSIDERATION OF A ZONING MAP AMENDMENT

Section 6-1211(E) of the Revised 1993 Loudoun County Zoning Ordinance provides criteria for consideration in the review of a request to reclassify property to a different zoning district. The following is an analysis of the criteria relevant to this proposal:

1) Whether the proposed zoning district classification is consistent with the Comprehensive Plan.

The Property is governed by the policies of the Revised General Plan, which recommends that the Property be developed with keynote employment uses. Keynote employment is characterized by large-scale offices with ancillary service and retail uses. The purpose of Revised General Plan designation is to achieve Class A office development along the Route 28 corridor. Kincora Village Center does that. However, the Revised General Plan's concept of "keynote employment" is outdated and does not accurately reflect current market demands and commercial office development patterns. Considering the Property's high visibility and excellent access at the Route 28/Nokes Boulevard interchange, the large-scale office component proposed with this Rezoning is entirely appropriate. However, the recommendation regarding the prohibition against residential uses in keynote employment areas neglects the need to enliven office parks with residential uses that house many of the employees of the office users, and reduce traffic impacts on regional roads. A 100% office complex will not occur on this Property in today's market, and the County's ultimate vision of keynote office uses will not be achieved. A more appropriate use for the Property, and one that ensures conformance with other components of the Revised General Plan related to environmental protection, road improvements and economic development, is only possible with a reclassification of the Property from the PD-IP District to a zoning district that is capable of providing the uses and amenities necessary to support a high-quality office community. Kincora Village Center will accomplish the County's economic development goals that are the heart of the keynote employment designation in the Revised General Plan. The PD-MUB District accommodates the type of business community that will thrive at this location and allow for the provision of significant enhancements for the County.

As illustrated in the following table, Kincora Village Center complies with the minimum use percentages of the PD-MUB District. In compliance with Section 4-1355 of the Revised 1993 Loudoun County Zoning Ordinance, Kincora Village Center proposes the following:

Use Category	Minimum Required per PD-MUB District	Gross Square Feet (GSF) Proposed
Residential	10% 539,202.5 square feet	27.99% 1,544,000
Commercial	5% 269,601.25 square feet	15.83% 873,825

Use Category	Minimum Required per PD-MUB District	Gross Square Feet (GSF) Proposed
Employment	40% 2,156,810 square feet	51.15% 2,822,200
Public/Civic/Institutional	5% 275,851.25 square feet	5.02% 277,000
Parks and Open Space	10% of total land area 33.66 acres	50% 162.11 acres
Total		100% 5,517,025

The development program for Kincora Village Center is designed to conform with the provisions of the PD-MUB District. With the PD-MUB District, the Applicant can avoid the plethora of zoning modifications that had been requested with the PD-TC District in the Previous Application. The PD-MUB District is a compatible district for this site, and it will allow the Property to be developed in a manner that accomplishes the goals and recommendations of the Revised General Plan given current trends and market dynamics.

2) Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.

The Property is located at the crossroads of Loudoun County's principal commercial sector along the Route 28 corridor and the clustering of institutional and educational facilities along the Route 7 corridor. At this critical business location, this Property should, and could, be transformed from a vacant underutilized site into a thriving mixed-use development providing employment, office, retail, housing, civic and recreational uses and amenities. Construction of the Route 28/Nokes Boulevard interchange is nearing completion by the Route 28 public/private partnership. When opened, this new interchange will provide excellent access to the site from Route 28. Though this interchange is a major capital improvement, it is being constructed without the necessary collector roads (Pacific Boulevard and Gloucester Parkway) that are integral to relieving traffic congestion on Routes 28 and 7. Until Pacific Boulevard and Gloucester Parkway are constructed from the Route 28/Nokes Boulevard interchange across Broad Run to the north and west, the full traffic improvement potential of this interchange will not be realized. Kincora Village Center will complete the necessary road network with improvements that will not be provided with by-right development of this Property.

3) Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.

Surrounding properties are currently zoned PD-IP, PD-OP and A-3. All of these properties are recommended for keynote employment uses in the Revised General Plan. Aside from a few residential lots located on the north side of Broad Run across from the Property, the majority of properties in the vicinity have been rezoned and are developed with office, commercial and retail uses, as well as mixed-use development that includes residential. The PD-IP designation does not permit the type of development that sufficiently capitalizes on the significance of the Property's location. The PD-MUB District will permit the office, employment, retail and support services envisioned by the keynote employment designation of the Revised General Plan, but will also allow multifamily residential units that will support and ensure the viability of those employment uses. PD-MUB is compatible with properties in the immediate vicinity, and will provide services that will complement other developments in the area.

4) Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.

The Property will be served by public water and sewer, which will be coordinated with the Loudoun County Sanitation Authority. Adequate on-site stormwater management and best management practices facilities will be provided to ensure that water quantity and water quality controls will be provided in conformance with the FSM to protect the Broad Run and its associated floodplain. Public school and emergency management capacity will be examined during the review of this Rezoning application, though the Applicant is committed to providing adequate capital facilities contributions in accordance with the Revised General Plan to off-set potential impacts of the development.

The Route 28/Nokes Boulevard interchange is under construction on the Property. The purpose of this interchange, as with all of the Route 28 interchanges, is to remove traffic signals and at-grade intersections along the Route 28 corridor. A major component of the Route 28 improvements is to not only provide grade-separated interchanges, but to construct collector roads that connect to these interchanges, thereby providing alternative routes for local traffic. Two critical collector roads that are to serve the Route 28 and Route 7 corridors are located on this Property. With this Rezoning, the Applicant will dedicate right-of-way for and construct Pacific Boulevard and Gloucester Parkway on the Property, including crossings of Broad Run, which will provide significant regional benefits. These critical road improvements are analyzed in the Applicant's traffic impact study submitted with this application. Kincora Village Center also will provide a grid network of internal private streets lined with sidewalks and extensive pedestrian and bicycle trails located adjacent to Pacific Boulevard and Broad Run. The intention of all transportation mitigation measures will be to ensure the existing road network is not adversely impacted by the Kincora Village Center development.

5) The effect of the proposed rezoning on the County's ground water supply.

The proposed uses at Kincora Village Center will be served by public water and sewer. Therefore, no adverse impacts upon the County's ground water supply are anticipated.

6) The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.

A detailed soils report for the Property will be submitted to the County at the appropriate stage in the development process, for the purpose of identifying any additional engineering methods that should be provided during development of the Property. Class I, II, IV and V soils are known to exist on the Property. The Applicant will ensure that proper erosion control measures are provided during all grading and construction activities in conformance with the FSM.

7) The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.

The traffic impact study submitted with this application analyzes the impact Kincora Village Center will have upon the existing road network. The Route 28/Nokes Boulevard interchange, which is nearing completion, will not serve its intended purpose until the Pacific Boulevard and Gloucester Parkway connections are constructed. The Applicant will proffer commitments to provide these missing regional transportation links. The Pacific Boulevard improvements will connect the Route 28/Nokes Boulevard interchange northward across the Property and Broad Run to a connection with Russell Branch Parkway. The Gloucester Parkway improvements will connect the Route 28/Nokes Boulevard interchange westward across the Property and Broad Run to a connection with Loudoun County Parkway. The extension of Gloucester Parkway will provide a tremendous benefit to residents of Ashburn and will offer relief to users of Waxpool Road. The substantial transportation improvements with this Rezoning not only mitigate the traffic generated by Kincora Village Center, but provide desperately needed relief for traffic beyond this site. Each of these public road improvements will include pedestrian and bicycle lanes; sidewalks will be provided throughout the development along both sides of the grid network of private streets and a natural surface trail will be constructed within the Broad Run floodplain.

These transportation improvements, with significant benefits beyond Kincora Village Center, could be provided sooner in the development process through creation of a Community Development Authority (CDA). The Applicant intends to explore this opportunity with the County during the analysis of this application. Creation of a CDA will deliver these critical regional road improvements at the beginning of development of Kincora Village Center, thereby providing an extraordinary traffic benefit for the County soon, rather than toward the end of the project. If a CDA is not created, then the road improvements will be constructed according to a phasing schedule that will be tied to certain levels of development.

8) Whether a reasonably viable economic use of the subject property exists under the current zoning.

The Property is currently governed by the PD-IP provisions of the 1972 Zoning Ordinance, which permits the development of light and medium industrial uses. The Property has design constraints due to the presence of Broad Run and its associated floodplain. Under the current zoning classification, the Property has remained vacant with the exception of the construction of the Dominion Virginia Power electrical substation located in the southern portion of the site. Previous owners of the Property received approval of a Special Exception application to permit office use as the principal use on a portion of the site. None of these office buildings were ever built because single use office parks are deemed undesirable in this market. The approved special exception (SPEX 2008-0054) use on the property permits the construction of a recreational facility (minor league baseball stadium), office and auxiliary uses. As the multi-family units will serve as a catalyst for office development with this Rezoning application, the same principle applies with the recreational facility's ability to generate interest in office uses on the Property. Considering the availability of public utilities, access, visibility and buildable area, the Property beckons for development of a business community that can capitalize on this location. A site plan seeking by-right (flex-industrial) use of the Property has been submitted to the County as a contingency development scenario in case neither the Special Exception or Rezoning applications get approved. Clearly, a by-right use of the Property is not preferred by the Applicant, nor should it be by the County. The Applicant has not pursued by-right PD-IP uses on the site because this location can be so much more and the by-right uses will not achieve the County's or the owner's ultimate vision for the site. This Rezoning will provide a tremendous economic development opportunity that benefits both the property owner and the County.

9) The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.

Broad Run forms the western and northern boundaries of the Property. The site contains approximately 180 acres of natural floodplain associated with Broad Run, as well as a heron rookery in the northwest corner of the Property, which the Applicant is committed to protecting. The limit of the floodplain has been altered by VDOT's construction activities associated with the Nokes Boulevard/Route 28 interchange, and will be further reduced in area by a pending floodplain study and proposed right-of-way dedication for the construction of Pacific Boulevard and Gloucester Parkway. Considering these alterations and right-of-way dedications, the resulting area of natural floodplain within the application area is approximately 167 acres. Per a recent determination by the Zoning Administrator (ZCOR 2009-0099) that construction of Pacific Boulevard on the Property would be a permitted use within the floodplain. Floodplain Study 2009-FPST-0004 was submitted to reflect the change in the floodplain elevation that would occur with the construction of Pacific Boulevard on the Property. Both the current and proposed floodplain elevations are depicted on the Concept Plan. The Applicant is committed to preservation of the floodplain on-site in its proposed location once construction of Pacific Boulevard is completed. This Rezoning proposes to preserve and protect the floodplain by avoiding unnecessary encroachments during development. Proposed intrusions into the floodplain, as permitted by the Revised 1993 Loudoun County Zoning Ordinance, include trail development consisting of a natural surface and a boardwalk, wetlands mitigation and stream

reforestation activities, and improvements to Pacific Boulevard. The Applicant's proposal presents an exciting opportunity to preserve and protect a key segment of Broad Run and its associated floodplain, including a vibrant heron rookery. Not only will these resources be preserved and protected, but public access to these areas will be provided through a series of environmentally sensitive trails that allow passive recreational opportunities for the public. In addition to protecting Broad Run and its associated natural resources, the mixed-use design of Kincora Village Center will promote a synergistic relationship between employment, commercial and residential uses on the Property that will allow people to live, work and recreate without cars. In an effort to promote the County's and region's goals of reducing greenhouse gas emissions, buildings will be constructed with energy efficient characteristics and the site will be developed with sidewalk lined streets, bike lanes adjacent to Pacific Boulevard and Gloucester Parkway and an overall integrated pedestrian trail network that will link all portions of the community and adjacent properties.

10) Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.

Kincora Village Center will provide a significant increase in tax revenue to the County, as well as an abundance of opportunities for job creation. The economic development potential of the Property, as envisioned by the Revised General Plan will not be realized unless the Property is rezoned to permit the type of mixed-use business community proposed in this application.

11) Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth.

The Property was previously used for agricultural purposes, which are no longer economically viable. Employment and commercial uses are the best economic uses of this Property. However, these uses will not locate here without the necessary amenities, services and residential uses. Business development of the Property is the ultimate goal of this Rezoning, but it will only occur as part of an integrated mixed-use development.

12) Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.

The Property is strategically located in an area of the County that is recommended by the Revised General Plan for business development, tax base expansion opportunities, environmental protection and significant transportation improvements. These goals will not be accomplished with by-right development of this site. Significant investments in the County's infrastructure and environmental resources are proposed with this Rezoning including, but not limited to, construction of critical links of Pacific Boulevard and Gloucester Parkway, dedication of land for a fire and rescue facility, perpetual protection of approximately 162 acres of floodplain to be dedicated to the county, as well as significant expansion of the commercial tax base.

- 13) Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.**

Kincora Village Center is a mixed-use business community, which will provide tax base expansion and job creation for the County. The mix of uses will be provided in an integrated, high-quality design which is necessary to attract and retain new employers and residents. In addition to the economic advantages of Kincora Village Center, the Applicant proposes to protect and preserve approximately 162 acres of floodplain that will be accessible to the public for passive recreation purposes.

- 14) Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the county and the capacity of existing and/or planned public facilities and infrastructure.**

The focus of Kincora Village Center will be the development of employment uses consistent with the goals of the Revised General Plan. These uses offer the County significant opportunities for economic development and tax base expansion at this vital location. Current land development trends, as dictated by tenants, require provision of housing, services and amenities as integral parts of office communities. These secondary uses are vital to encouraging the type of synergy demanded by tenants. The multifamily residential component of Kincora Village Center will provide convenient and affordable housing opportunities for people who desire to live near work. This type of housing supports office and retail development. Infrastructure, including regional road improvements, will be provided by the Applicant to support the uses at Kincora Village Center.

- 15) The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.**

Kincora Village Center will provide convenient and affordable multifamily housing for people who desire to live near work. The Applicant is committed specifically to providing affordable dwelling units and workforce dwelling units. The goal is to provide 16.25% of the total number of dwelling units to persons whose gross median income is no greater than 100% of the Area Median Income (AMI). This commitment addresses a need in the County by providing affordable housing in close proximity to major employment centers.

- 16) The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.**

The Applicant is committed to protecting the environmental resources located on the Property. The Applicant proposes to preserve and protect approximately 162 acres of Broad Run floodplain and the existing heron rookery. The Applicant also is committed to creating opportunities for wetlands mitigation banking. Phase I and Phase II archaeological studies have been completed and a Memorandum of Understanding has been executed for a Phase III study on the Property.

PD-MUB INCENTIVES JUSTIFICATION

The PD-MUB District permits a maximum FAR of 0.5, but provides incentives that permit increases in the FAR up to 1.0. This Rezoning satisfies most of these incentives. Therefore, the maximum FAR for the Property, with incentives, would be 1.0, though the Applicant will commit to a lesser density with this application. As proffered, additional intensities associated with these incentives will not be permitted until the appropriate incentive is satisfied; therefore permitting such increase in FAR. The following justifications are provided for the incentives that this Rezoning satisfies in order to permit an increase in FAR in accordance with Section 4-1359(C):

- 1) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if the district size is a minimum of 100 acres.**

The Rezoning application is 336 acres, well in excess of the 100 acre minimum; therefore an increase in FAR of 0.1 is justified.

- 2) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if structured parking is provided to satisfy at least 50% of the required parking for the district. An increase of 0.2 FAR above the maximum permitted floor area ratio may be granted if 100% of the off-street parking is provided within structured parking. Such structured parking shall be designed in a manner that is integrated with nearby building architecture to minimize visual impact.**

Parking for Kincora Village Center will be phased with the development of the Property. At full build-out, at least 50% of the required parking necessary to support the uses will be provided through a combination of below and above grade parking structures. Above grade parking structures will be designed in a manner that is harmonious with the overall architectural scheme at Kincora Village Center. Therefore, an increase in FAR of 0.1 is justified.

- 3) The board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least 10% of the dwelling units provided are affordable to households earning up to 100% of the Washington Area Median Income (AMI), are located in vertically mixed buildings, and that covenants are recorded in favor of the County to maintain such affordability for a minimum period of 15 years.**

The Applicant is committed to providing at least 16.25% of the total number of dwelling units constructed within Kincora Village Center as affordable to persons earning up to 100% of the AMI. This will be accomplished through the provision of a combination of affordable dwelling units (available to persons earning up to 70% of the AMI) and other unmet housing needs programs such as workforce dwelling units (available to persons earning up to 100% of the AMI). Affordable dwelling units will be provided in accordance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance. The balance of this 16.25% commitment will

be composed of workforce dwelling units. Though the County does not have a formal program governing workforce dwelling units, the Applicant will work with the County during review of this application to provide the necessary proffer commitments for these workforce units to be available to persons earning up to 100% of the AMI. Therefore, an increase in FAR of 0.1 is justified.

- 4) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least one of the following uses is provided. In addition, the floor area of such use will be excluded from the FAR calculations:**
 - (a) Hotel, full-service to include a sit-down restaurant, meeting space, and at least two of the following in house services: exercise room, room service, or concierge service.**
 - (b) Adult day care facility.**
 - (c) Theater, indoor, limited to live performances.**

Kincora Village Center proposes to include at least one full-service hotel, as well as an indoor theater for the performing arts. Therefore, an increase in FAR of 0.1 is justified.

- 5) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if a local shuttle system or other public transportation improvement is provided by the applicant/landowner.**

The Applicant proposes to provide a local shuttle service that will provide transportation services for employers within Kincora Village Center to destinations in the vicinity, including Dulles Town Center. In addition, bus shelters will be provided along Pacific Boulevard, which will accommodate public bus service for the region once routes are established in the Route 28 corridor. Therefore, an increase in FAR of 0.1 is justified.

- 6) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio when at least 2 contiguous lots that existed at the time of adoption of this Ordinance with each having frontage on an arterial road, submit a single zoning map amendment application to a PD-MUB district with the CDP showing no direct access onto an arterial road from any such lot.**

The Property has frontage along an arterial road (Route 28). The Rezoning application proposes to remove all existing access points onto Route 28, and will provide access to Route 28 via the Route 28/Nokes Boulevard interchange that is currently being constructed on the Property. Therefore, an increase in FAR of 0.1 is justified.

Section 4-1359(D) of the Revised 1993 Loudoun County Zoning Ordinance permits additional incentives, which include:

- 1) **Areas within the FOD can be included when calculating the permissible FAR and residential density if a 25 foot natural buffer is maintained from the edge of the FOD.**

Floodplain associated with Broad Run is located on the Property. The Applicant proposes to preserve and protect this area with the exception of minor intrusions related to permitted utility and road construction activities. The Applicant proposes natural surface trails and a potential wetlands mitigation bank in the floodplain, which are permitted uses in the FOD. A natural buffer adjacent to the FOD in excess of the 25 feet required with this incentive will be maintained, with the exception of necessary utility and public road crossings. Though the 25 foot natural buffer will be maintained but for the exceptions noted above, the Applicant has not calculated the overall intensity of the development to be inclusive of the FOD.

ZONING ORDINANCE, FSM AND LSDO MODIFICATIONS REQUESTED

Revised 1993 Loudoun County Zoning Ordinance Modifications

1) Section 4-1356(B)(1)--Front Yard.

The Revised 1993 Loudoun County Zoning Ordinance requires that the maximum front yard in the PD-MUB District not exceed 30 feet, though a maximum front yard of 50 feet may be permitted when a courtyard, plaza, terrace, or other common area a minimum of 300 square feet is provided adjacent to the front property line. This maximum area will be provided for uses within all Land Bays with the exception of those with frontage along Pacific Boulevard and/or Route 28 (Land Bay B, F, J, N and Q). Because of the constrained physical layout of the property and the design intent to provide Keynote Employment uses adjacent to Pacific Boulevard and Route 28, a maximum front yard of 150 is requested for Land Bays B, F, J and N and 620 feet for Land Bay Q. Buildings located adjacent to Pacific Boulevard within Land Bays B, F, J and N will be located a maximum of 150 feet from the public right-of-way, which will allow for attractive landscaping and limited surface parking while accommodating these Keynote Employment buildings that will be a minimum of four stories or 50 feet in height. Land Bay Q will be devoted entirely to employment and non-hotel commercial ancillary uses in furtherance of the Keynote Employment policies of the Revised General Plan. In order to market Land Bay Q to potential governmental or other office campus users, and due to its dual frontage on Pacific Boulevard and Route 28, buildings within Land Bay Q will be set back a maximum of 620 feet from the public right-of-way, which will permit conformance with federal security guidelines. The Applicant does not believe that these requested front yard modifications for those buildings with frontage on Pacific Boulevard and/or Route 28 will detract from the intent of the PD-MUB District.

2) Section 4-1356(B)(3)--Rear Yard.

The Revised 1993 Loudoun County Zoning Ordinance requires that the minimum rear yard in the PD-MUB District be at least 5 feet. The Applicant requests that rear yards of 0 feet be permitted, which is necessitated by the grid network design of streets and blocks that places buildings closer together. Regardless of this requested modification, the Applicant will ensure

that necessary fire provisions are incorporated into all designs of buildings which will be verified during site plan review.

3) Section 4-1356(C)--Building Height.

The Revised 1993 Loudoun County Zoning Ordinance permits maximum building heights of 75 feet in the PD-MUB District. In order to fulfill the recommendations of the Revised General Plan to provide prominent buildings adjacent to Route 28, the Applicant requests that a maximum building height of 160 feet be permitted for Land Bays B, F, J and Q. Building heights within all other land bays will not exceed 75 feet. Permitting buildings within these land bays to be constructed with a maximum building height of 160 feet is essential to provide the type of Keynote Office uses within the Route 28 corridor, as envisioned by the Revised General Plan. Together with the requested modification for the width of the maximum front yard (Sect. 4-1356(B)(1)), these modifications will permit an innovative design that will increase the marketability of these buildings; therefore implementing the recommendations of the Revised General Plan.

4) Section 4-1358(B)2, Section 5-1413(C)(1)(a) & Section 5-1413(C)(2)(a)--Parking Lot Landscaping.

The Revised 1993 Loudoun County Zoning Ordinance requires that a 10-foot wide landscape strip be provided between parking lots and property boundaries. The Applicant requests that this be modified to permit landscaping strips that will be a minimum of 4 feet, which is adequate to support vegetation growth and afford proper buffering of parking areas. As depicted on Sheet 17 of the Concept Plan, surface parking areas will be buffered from pedestrian walkways and vehicular travelways by 4 foot wide evergreen hedgerow that will be of sufficient height to block any potential headlight glare from impacting pedestrians. Additionally, the vehicular travelway will be buffered from the pedestrian walkway by a 6 foot wide planting area. This peripheral parking lot screening design provides an innovative streetscape design that will effectively buffers surface parking areas from pedestrian walkways and vehicular travelways.

5) Section 4-1358(C)--Tree Spacing.

The Revised 1993 Loudoun County Zoning Ordinance requires that street trees be provided adjacent to all areas dedicated for vehicle usage at a density of one tree per 25 linear feet. The Applicant proposes that this requirement be modified to permit the calculation of required street trees to be calculated, and planted, 44 feet on-center where on-street parking is provided and 35 feet on-center where on-street parking is not provided. It is the past experience of the Applicant and its consultants that trees planted according to the requested spacing is sufficient to support healthy vegetative growth. The Zoning Ordinance requirement to provide street trees at a density of one tree per 25 linear feet is not conducive to an attractive, useful and healthy streetscape, as this measurement does not take into account restrictive planting areas such as utility corridors, sight distance and clear zone requirements, signage, lighting and streetscape amenities. The Applicant's modification, which has been approved on other similar projects in the County, takes these restrictive planting areas into account and aides in the creation in a safe and effective streetscape environment. As depicted on Sheet 18A of the Concept Plan, an

emended soil panel will be provided behind the curb to interconnect tree pits, which will create a healthy environment for long-term tree growth. The Applicant's proposed tree spacing, along with the inclusion of amended soil panels in the planting areas, is an innovative design technique that improves upon existing regulations.

6) Section 4-1359(D)(2)--Private Streets.

The Revised 1993 Loudoun County Zoning Ordinance permits the provision of private streets if residential uses are located within 1,200 feet of principal business uses and that 75% of the structures are multi-story mixed use structures. Each of the residential uses will be located within 1,200 feet of a principal business use structure. The majority of buildings will be multi-story mixed-use structures, though not the 75% required by this Section. The Applicant believes that the proposed development meets the intent of the PD-MUB District and that this development will be best served by private rather than public streets within the core of the development.

Facilities Standards Manual Modification

1) Section 4.310(C)--General Design Requirements.

The FSM requires that road jogs with center lines offsets of less than 225 feet shall not be allowed in public and Category A private roadways. The Applicant proposes that private streets within Kincora Village Center will be constructed with centerline offsets of a minimum of 90 feet, which is necessary to permit the type of street grid network including streetscapes that will promote pedestrian safety along these internal roads.

2) Section 4.310(G)--General Design Requirements.

The FSM requires that roadways intersecting with a public or Category A private roadway shall have a minimum length of 50 feet between curb returns and/or curb cuts. The Applicant proposes that Kincora Village Center will be constructed with private streets that will have a minimum of 0' between curb returns and/or curb cuts, which is necessary to permit the type of street network that will promote, and provide protection, for pedestrian activity along these internal roads.

3) Section 4.330(B)(2)--Private Roadway Standards.

The FSM requires that Category A roadways shall be constructed with cross section easements that are a minimum of 6' behind the face of curb. The Applicant proposes that the cross section easements for Category A roadways within Kincora Village Center be permitted to be constructed by the Owner with cross sections that will be a minimum of 0.5' feet behind the face of curb, which is necessary to permit the type of street network and design necessary to promote pedestrian usability while still ensuring vehicular and pedestrian safety.

4) Section 4.330(B)(3)--Private Roadway Standards.

The FSM requires that i) Category A1, A2, A3, A4 and A5 roadways be designed with a minimum curve radius of 110, 165, 338 and 478 feet, respectively – the Applicant requests that these curve radii be reduced to 50 feet; that ii) Category A2, A3, A4 and A5 roadways be designed with speeds of 25, 30 and 35 miles per hour, respectively – the Applicant requests that these design speeds be reduced to 20 miles per hour; and that iii) Category A1, A2, A3, A4 and A5 roadways be designed with sight distances of 150, 200 and 275, feet respectively – the Applicant requests that these sight distance requirements be reduced to 100 feet. The private roads within Kincora Village Center will provide adequate vehicular circulation and safety while promoting pedestrian safety and viability of streetscapes.

Land Subdivision and Development Ordinance

1) Section 1245.01(2)--Lots and Building Area.

The LSDO requires that all lots shall front on an existing or recorded public street dedicated by the subdivision plat and maintained or designed and built to be maintained by the Virginia Department of Transportation. In accordance with Section 4-1359(D)2 of the Revised 1993 Loudoun County Zoning Ordinance, which permits the construction of private streets within the PD-MUB District, Kincora Village Center will be developed with lots that will front on private streets constructed in accordance with applicable requirements of the FSM unless modified according to the conditions stated in the proffers for this Rezoning. All of the private streets will be maintained by the Owner's Association that will be created prior to occupancy of any of the buildings within the development.

**KINCORA VILLAGE CENTER
(ZMAP 2008-0021)**

Zoning Map Amendment Petition and Zoning Modifications

Statement of Justification

**October 31, 2008
July 23, 2009
October 5, 2009-(revised
January 13, 2010 (Revised)**

INTRODUCTION

NA Dulles Real Estate Investor, LLC (the "Applicant") proposes to rezone 336.60 acres of a 396.91-acre parent tract (the "Property") located in the southwest quadrant of the Harry Byrd Highway (Route 7) and Sully Road (Route 28) interchange. The Property is bounded to the north and west by Broad Run, to the east by Route 28 and to the south by flex-industrial uses and Severn Way. The Property is more particularly described as Parcel Identification Number (PIN) references 042-29-6582, 042-49-0209 and 041-29-8238(pt.). The Property is currently zoned Planned Development-Industrial Park (PD-IP) pursuant to the provisions of the 1972 Zoning Ordinance and is subject to the requirements of the Floodplain Overlay District (FOD) and the Airport Impact Overlay District (AI). The Applicant seeks to rezone the Property to the PD-MUB, FOD and AI Districts, while the residual 60.27 acres will remain zoned PD-IP, FOD and AI. In addition to the zoning districts that govern the use of the site, the Property is also located within the Route 28 Tax Improvement District. The Property is located in the Broad Run Election District.

BACKGROUND AND PROPOSAL

On November 14, 2007, the Loudoun County Board of Supervisors (BOS) denied the Kincora Rezoning application (ZMAP 2006-0016) (the "Previous Application"), which requested approval to remap the parent tract of the Property, which at the time was 424 acres, from the PD-IP District to the Planned Development-Town Center (PD-TC) and Planned Development-Office Park (PD-OP) districts. The Previous Application proposed development of a vibrant, mixed-use business community, consisting of keynote employment office uses, support retail, multifamily residential uses, civic space and a 175-acre public park along the Broad Run. The Previous Application requested numerous modifications of the PD-TC and PD-OP zoning districts because even though the Property was well-suited for a mixed-use development, the Revised 1993 Loudoun County Zoning Ordinance did not provide a single zoning district that truly

permitted and encouraged mixed-use development. On December 18, 2007, after the Previous Application had been denied, the BOS created a Planned Development-Mixed Use Business (PD-MUB) District, which supports the type of high-quality mixed-use communities proposed with Kincora. If the PD-MUB District had been available, the Applicant would have requested rezoning to that district in the Previous Application, since Kincora was not intended to be a "town center," but rather a large-scale mixed-use business center consistent with the County's vision for the Route 28 corridor.

Since the BOS denial of the Previous Application, the Virginia Department of Transportation (VDOT) has acquired portions of the parent tract for the Route 28/Nokes Boulevard interchange; thereby reducing the size of the Property. In addition, a Special Exception application (SPEX 2008-0054) has been submitted on a portion of the original site to request approval of a recreational facility (minor-league baseball stadium), office space and auxiliary uses and was approved by the Board of Supervisors on July 21, 2009. The Special Exception and this Rezoning application are separate and stand alone, although the uses are integrated from a planning, transportation and layout perspective. With the addition of the baseball stadium and office uses in the Special Exception, this Rezoning application offers a development program that is different from the Previous Application. The integration of the proposed Special Exception uses into the proposed mixed-use business center not only creates a synergistic marquee development at the intersection of Routes 7 and 28, but it will generate the type of commercial tax base expansion envisioned for the Route 28 corridor.

The Property's proximity to major employment centers and Dulles International Airport and its access to Routes 7 and 28, position this Property for the Class A business community envisioned for Kincora. Recent trends in energy consumption and commuting patterns, as well as homeownership and quality of life issues, have increased the need for multifamily residential uses in proximity to employment and service related centers. In 2008, the keynote employment uses the County desires to grow its tax base, look to locate in mixed-use communities like Kincora. The office tenants want convenient proximity to residential, retail, entertainment and recreational uses. The ability to provide a successful work/live/play environment, while protecting significant environmental resources and completing necessary regional transportation improvements, will only be achieved through the Rezoning proposed by the Applicant.

The Property's current PD-IP designation would permit the development of light and medium industrial uses at a FAR up to 0.40. Development of the Property according to its present zoning would fail to capitalize on the Property's strategic location and would be a missed opportunity for the County to realize a high-quality development, maximize the potential tax base expansion, and obtain critical regional transportation links, including the extension of Gloucester Parkway. The proposed development (hereafter referred to as "Kincora Village Center") will promote several of the County's goals related to economic development, tax base expansion, environmental protection, recreational amenities, affordable housing, and regional transportation improvements. Development of the Property according to the provisions of the PD-IP District, as administered by the 1972 Zoning Ordinance, will not achieve these County goals and the Property at this key commercial location will remain underutilized.

FACTORS FOR CONSIDERATION OF A ZONING MAP AMENDMENT

Section 6-1211(E) of the Revised 1993 Loudoun County Zoning Ordinance provides criteria for consideration in the review of a request to reclassify property to a different zoning district. The following is an analysis of the criteria relevant to this proposal:

1) Whether the proposed zoning district classification is consistent with the Comprehensive Plan.

The Property is governed by the policies of the Revised General Plan, which recommends that the Property be developed with keynote employment uses. Keynote employment is characterized by large-scale offices with ancillary service and retail uses. The purpose of Revised General Plan designation is to achieve Class A office development along the Route 28 corridor. Kincora Village Center does that. However, the Revised General Plan's concept of "keynote employment" is outdated and does not accurately reflect current market demands and commercial office development patterns. Considering the Property's high visibility and excellent access at the Route 28/Nokes Boulevard interchange, the large-scale office component proposed with this Rezoning is entirely appropriate. However, the recommendation regarding the prohibition against residential uses in keynote employment areas neglects the need to enliven office parks with residential uses that house many of the employees of the office users, and reduce traffic impacts on regional roads. A 100% office complex will not occur on this Property in today's market, and the County's ultimate vision of keynote office uses will not be achieved. A more appropriate use for the Property, and one that ensures conformance with other components of the Revised General Plan related to environmental protection, road improvements and economic development, is only possible with a reclassification of the Property from the PD-IP District to a zoning district that is capable of providing the uses and amenities necessary to support a high-quality office community. Kincora Village Center will accomplish the County's economic development goals that are the heart of the keynote employment designation in the Revised General Plan. The PD-MUB District accommodates the type of business community that will thrive at this location and allow for the provision of significant enhancements for the County.

As illustrated in the following table, Kincora Village Center complies with the minimum use percentages of the PD-MUB District. In compliance with Section 4-1355 of the Revised 1993 Loudoun County Zoning Ordinance, Kincora Village Center proposes the following:

Use Category	Minimum Required per PD-MUB District	Gross Square Feet (GSF) Proposed
Residential	10% 539,202.5 square feet	27.98 27.99 % 1,544,000
Commercial	5% 269,601.25 square feet	17.65 15.83 % 973,825 873,825

Use Category	Minimum Required per PD-MUB District	Gross Square Feet (GSF) Proposed
Employment	40% 2,156,810 square feet	49,345 51.15% 2,722,200 <u>2,822,200</u>
Public/Civic/Institutional	5% 275,851.25 square feet	5.02% 277,000
Parks and Open Space	10% of total land area 33.66 acres	50% 160 <u>162.11</u> acres
Total		100% 5,517,025

The development program for Kincora Village Center is designed to conform with the provisions of the PD-MUB District. With the PD-MUB District, the Applicant can avoid the plethora of zoning modifications that had been requested with the PD-TC District in the Previous Application. The PD-MUB District is a compatible district for this site, and it will allow the Property to be developed in a manner that accomplishes the goals and recommendations of the Revised General Plan given current trends and market dynamics.

2) Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.

The Property is located at the crossroads of Loudoun County's principal commercial sector along the Route 28 corridor and the clustering of institutional and educational facilities along the Route 7 corridor. At this critical business location, this Property should, and could, be transformed from a vacant underutilized site into a thriving mixed-use development providing employment, office, retail, housing, civic and recreational uses and amenities. Construction of the Route 28/Nokes Boulevard interchange is nearing completion by the Route 28 public/private partnership. When opened, this new interchange will provide excellent access to the site from Route 28. Though this interchange is a major capital improvement, it is being constructed without the necessary collector roads (Pacific Boulevard and Gloucester Parkway) that are integral to relieving traffic congestion on Routes 28 and 7. Until Pacific Boulevard and Gloucester Parkway are constructed from the Route 28/Nokes Boulevard interchange across Broad Run to the north and west, the full traffic improvement potential of this interchange will not be realized. Kincora Village Center will complete the necessary road network with improvements that will not be provided with by-right development of this Property.

3) Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.

Surrounding properties are currently zoned PD-IP, PD-OP and A-3. All of these properties are recommended for keynote employment uses in the Revised General Plan. Aside from a few residential lots located on the north side of Broad Run across from the Property, the majority of properties in the vicinity have been rezoned and are developed with office, commercial and retail uses, as well as mixed-use development that includes residential. The PD-IP designation does not permit the type of development that sufficiently capitalizes on the significance of the Property's location. The PD-MUB District will permit the office, employment, retail and support services envisioned by the keynote employment designation of the Revised General Plan, but will also allow multifamily residential units that will support and ensure the viability of those employment uses. PD-MUB is compatible with properties in the immediate vicinity, and will provide services that will complement other developments in the area.

4) Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.

The Property will be served by public water and sewer, which will be coordinated with the Loudoun County Sanitation Authority. Adequate on-site stormwater management and best management practices facilities will be provided to ensure that water quantity and water quality controls will be provided in conformance with the FSM to protect the Broad Run and its associated floodplain. Public school and emergency management capacity will be examined during the review of this Rezoning application, though the Applicant is committed to providing adequate capital facilities contributions in accordance with the Revised General Plan to off-set potential impacts of the development.

The Route 28/Nokes Boulevard interchange is under construction on the Property. The purpose of this interchange, as with all of the Route 28 interchanges, is to remove traffic signals and at-grade intersections along the Route 28 corridor. A major component of the Route 28 improvements is to not only provide grade-separated interchanges, but to construct collector roads that connect to these interchanges, thereby providing alternative routes for local traffic. Two critical collector roads that are to serve the Route 28 and Route 7 corridors are located on this Property. With this Rezoning, the Applicant will dedicate right-of-way for and construct Pacific Boulevard and Gloucester Parkway on the Property, including crossings of Broad Run, which will provide significant regional benefits. These critical road improvements are analyzed in the Applicant's traffic impact study submitted with this application. Kincora Village Center also will provide a grid network of internal private streets lined with sidewalks and extensive pedestrian and bicycle trails located adjacent to Pacific Boulevard and Broad Run. The intention of all transportation mitigation measures will be to ensure the existing road network is not adversely impacted by the Kincora Village Center development.

5) The effect of the proposed rezoning on the County's ground water supply.

The proposed uses at Kincora Village Center will be served by public water and sewer. Therefore, no adverse impacts upon the County's ground water supply are anticipated.

6) The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.

A detailed soils report for the Property will be submitted to the County at the appropriate stage in the development process, for the purpose of identifying any additional engineering methods that should be provided during development of the Property. Class I, II, IV and V soils are known to exist on the Property. The Applicant will ensure that proper erosion control measures are provided during all grading and construction activities in conformance with the FSM.

7) The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.

The traffic impact study submitted with this application analyzes the impact Kincora Village Center will have upon the existing road network. The Route 28/Nokes Boulevard interchange, which is nearing completion, will not serve its intended purpose until the Pacific Boulevard and Gloucester Parkway connections are constructed. The Applicant will proffer commitments to provide these missing regional transportation links. The Pacific Boulevard improvements will connect the Route 28/Nokes Boulevard interchange northward across the Property and Broad Run to a connection with Russell Branch Parkway. The Gloucester Parkway improvements will connect the Route 28/Nokes Boulevard interchange westward across the Property and Broad Run to a connection with Loudoun County Parkway. The extension of Gloucester Parkway will provide a tremendous benefit to residents of Ashburn and will offer relief to users of Waxpool Road. The substantial transportation improvements with this Rezoning not only mitigate the traffic generated by Kincora Village Center, but provide desperately needed relief for traffic beyond this site. Each of these public road improvements will include pedestrian and bicycle lanes; sidewalks will be provided throughout the development along both sides of the grid network of private streets and a natural surface trail will be constructed within the Broad Run floodplain.

These transportation improvements, with significant benefits beyond Kincora Village Center, could be provided sooner in the development process through creation of a Community Development Authority (CDA). The Applicant intends to explore this opportunity with the County during the analysis of this application. Creation of a CDA will deliver these critical regional road improvements at the beginning of development of Kincora Village Center, thereby providing an extraordinary traffic benefit for the County soon, rather than toward the end of the project. If a CDA is not created, then the road improvements will be constructed according to a phasing schedule that will be tied to certain levels of development.

8) Whether a reasonably viable economic use of the subject property exists under the current zoning.

The Property is currently governed by the PD-IP provisions of the 1972 Zoning Ordinance, which permits the development of light and medium industrial uses. The Property has design constraints due to the presence of Broad Run and its associated floodplain. Under the current zoning classification, the Property has remained vacant with the exception of the construction of the Dominion Virginia Power electrical substation located in the southern portion of the site. Previous owners of the Property received approval of a Special Exception application to permit office use as the principal use on a portion of the site. None of these office buildings were ever built because single use office parks are deemed undesirable in this market. The approved special exception (SPEX 2008-0054) use on the property permits the construction of a recreational facility (minor league baseball stadium), office and auxiliary uses. As the multi-family units will serve as a catalyst for office development with this Rezoning application, the same principle applies with the recreational facility's ability to generate interest in office uses on the Property. Considering the availability of public utilities, access, visibility and buildable area, the Property beckons for development of a business community that can capitalize on this location. A site plan seeking by-right (flex-industrial) use of the Property has been submitted to the County as a contingency development scenario in case neither the Special Exception or Rezoning applications get approved. Clearly, a by-right use of the Property is not preferred by the Applicant, nor should it be by the County. The Applicant has not pursued by-right PD-IP uses on the site because this location can be so much more and the by-right uses will not achieve the County's or the owner's ultimate vision for the site. This Rezoning will provide a tremendous economic development opportunity that benefits both the property owner and the County.

9) The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.

Broad Run forms the western and northern boundaries of the Property. The site contains approximately 180 acres of natural floodplain associated with Broad Run, as well as a heron rookery in the northwest corner of the Property, which the Applicant is committed to protecting. The limit of the floodplain has been altered by VDOT's construction activities associated with the Nokes Boulevard/Route 28 interchange, and will be further reduced in area by a pending floodplain study and proposed right-of-way dedication for the construction of Pacific Boulevard and Gloucester Parkway. Considering these alterations and right-of-way dedications, the resulting area of natural floodplain within the application area is approximately ~~460~~167 acres. Per a recent determination by the Zoning Administrator (ZCOR 2009-0099) that construction of Pacific Boulevard on the Property would be a permitted use within the floodplain. Floodplain Study 2009-FPST-0004 was submitted to reflect the change in the floodplain elevation that would occur with the construction of Pacific Boulevard on the Property. Both the current and proposed floodplain elevations are depicted on the Concept Plan. The Applicant is committed to preservation of the floodplain on-site in its proposed location once construction of Pacific Boulevard is completed. This Rezoning proposes to preserve and protect the floodplain by avoiding unnecessary encroachments during development. Proposed intrusions into the floodplain, as permitted by the Revised 1993 Loudoun County Zoning Ordinance, include trail development consisting of a natural surface and a boardwalk, ~~and~~ wetlands mitigation and stream

reforestation activities, and improvements to Pacific Boulevard. The Applicant's proposal presents an exciting opportunity to preserve and protect a key segment of Broad Run and its associated floodplain, including a vibrant heron rookery. Not only will these resources be preserved and protected, but public access to these areas will be provided through a series of environmentally sensitive trails that allow passive recreational opportunities for the public. In addition to protecting Broad Run and its associated natural resources, the mixed-use design of Kincora Village Center will promote a synergistic relationship between employment, commercial and residential uses on the Property that will allow people to live, work and recreate without cars. In an effort to promote the County's and region's goals of reducing greenhouse gas emissions, buildings will be constructed with energy efficient characteristics and the site will be developed with sidewalk lined streets, bike lanes adjacent to Pacific Boulevard and Gloucester Parkway and an overall integrated pedestrian trail network that will link all portions of the community and adjacent properties.

10) Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.

Kincora Village Center will provide a significant increase in tax revenue to the County, as well as an abundance of opportunities for job creation. The economic development potential of the Property, as envisioned by the Revised General Plan will not be realized unless the Property is rezoned to permit the type of mixed-use business community proposed in this application.

11) Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth.

The Property was previously used for agricultural purposes, which are no longer economically viable. Employment and commercial uses are the best economic uses of this Property. However, these uses will not locate here without the necessary amenities, services and residential uses. Business development of the Property is the ultimate goal of this Rezoning, but it will only occur as part of an integrated mixed-use development.

12) Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.

The Property is strategically located in an area of the County that is recommended by the Revised General Plan for business development, tax base expansion opportunities, environmental protection and significant transportation improvements. These goals will not be accomplished with by-right development of this site. Significant investments in the County's infrastructure and environmental resources are proposed with this Rezoning including, but not limited to, construction of critical links of Pacific Boulevard and Gloucester Parkway, dedication of land for a fire and rescue facility, perpetual protection of approximately ~~160~~162 acres of floodplain to be dedicated to the county, as well as significant expansion of the commercial tax base.

- 13) Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.**

Kincora Village Center is a mixed-use business community, which will provide tax base expansion and job creation for the County. The mix of uses will be provided in an integrated, high-quality design which is necessary to attract and retain new employers and residents. In addition to the economic advantages of Kincora Village Center, the Applicant proposes to protect and preserve approximately ~~460~~162 acres of floodplain that will be accessible to the public for passive recreation purposes.

- 14) Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the county and the capacity of existing and/or planned public facilities and infrastructure.**

The focus of Kincora Village Center will be the development of employment uses consistent with the goals of the Revised General Plan. These uses offer the County significant opportunities for economic development and tax base expansion at this vital location. Current land development trends, as dictated by tenants, require provision of housing, services and amenities as integral parts of office communities. These secondary uses are vital to encouraging the type of synergy demanded by tenants. The multifamily residential component of Kincora Village Center will provide convenient and affordable housing opportunities for people who desire to live near work. This type of housing supports office and retail development. Infrastructure, including regional road improvements, will be provided by the Applicant to support the uses at Kincora Village Center.

- 15) The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.**

Kincora Village Center will provide convenient and affordable multifamily housing for people who desire to live near work. The Applicant is committed specifically to providing affordable dwelling units and workforce dwelling units. The goal is to provide 16.25% of the total number of dwelling units to persons whose gross median income is no greater than 100% of the Area Median Income (AMI). This commitment addresses a need in the County by providing affordable housing in close proximity to major employment centers.

- 16) The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.**

The Applicant is committed to protecting the environmental resources located on the Property. The Applicant proposes to preserve and protect approximately ~~460~~162 acres of Broad Run floodplain and the existing heron rookery. The Applicant also is committed to creating opportunities for wetlands mitigation banking. Phase I and Phase II archaeological studies have been completed and a Memorandum of Understanding has been executed for a Phase III study on the Property.

PD-MUB INCENTIVES JUSTIFICATION

The PD-MUB District permits a maximum FAR of 0.5, but provides incentives that permit increases in the FAR up to 1.0. This Rezoning satisfies most of these incentives. Therefore, the maximum FAR for the Property, with incentives, would be 1.0, though the Applicant will commit to a lesser density with this application. **As proffered, additional intensities associated with these incentives will not be permitted until the appropriate incentive is satisfied; therefore permitting such increase in FAR.** The following justifications are provided for the incentives that this Rezoning satisfies in order to permit an increase in FAR in accordance with Section 4-1359(C):

- 1) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if the district size is a minimum of 100 acres.**

The Rezoning application is 336 acres, well in excess of the 100 acre minimum; therefore an increase in FAR of 0.1 is justified.

- 2) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if structured parking is provided to satisfy at least 50% of the required parking for the district. An increase of 0.2 FAR above the maximum permitted floor area ratio may be granted if 100% of the off-street parking is provided within structured parking. Such structured parking shall be designed in a manner that is integrated with nearby building architecture to minimize visual impact.**

Parking for Kincora Village Center will be phased with the development of the Property. At full build-out, at least 50% of the required parking necessary to support the uses will be provided through a combination of below and above grade parking structures. Above grade parking structures will be designed in a manner that is harmonious with the overall architectural scheme at Kincora Village Center. Therefore, an increase in FAR of 0.1 is justified.

- 3) **The board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least 10% of the dwelling units provided are affordable to households earning up to 100% of the Washington Area Median Income (AMI), are located in vertically mixed buildings, and that covenants are recorded in favor of the County to maintain such affordability for a minimum period of 15 years.**

The Applicant is committed to providing at least ~~40~~**16.25**% of the total number of dwelling units constructed within Kincora Village Center as affordable to persons earning up to 100% of the AMI. This will be accomplished through the provision of a combination of affordable dwelling units (available to persons earning up to 70% of the AMI) and other unmet housing needs programs such as workforce dwelling units (available to persons earning up to 100% of the AMI). Affordable dwelling units will be provided in accordance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance. The balance of this ~~40~~**16.25**% commitment

will be composed of workforce dwelling units. Though the County does not have a formal program governing workforce dwelling units, the Applicant will work with the County during review of this application to provide the necessary proffer commitments for these workforce units to be available to persons earning up to 100% of the AMI. Therefore, an increase in FAR of 0.1 is justified.

- 4) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least one of the following uses is provided. In addition, the floor area of such use will be excluded from the FAR calculations:**
- (a) Hotel, full-service to include a sit-down restaurant, meeting space, and at least two of the following in house services: exercise room, room service, or concierge service.**
 - (b) Adult day care facility.**
 - (c) Theater, indoor, limited to live performances.**

Kincora Village Center proposes to include at least one full-service hotel, as well as an indoor theater for the performing arts. Therefore, an increase in FAR of 0.1 is justified.

- 5) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if a local shuttle system or other public transportation improvement is provided by the applicant/landowner.**

The Applicant proposes to provide a local shuttle service that will provide transportation services for employers within Kincora Village Center to destinations in the vicinity, including Dulles Town Center. In addition, bus shelters will be provided along Pacific Boulevard, which will accommodate public bus service for the region once routes are established in the Route 28 corridor. Therefore, an increase in FAR of 0.1 is justified.

- 6) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio when at least 2 contiguous lots that existed at the time of adoption of this Ordinance with each having frontage on an arterial road, submit a single zoning map amendment application to a PD-MUB district with the CDP showing no direct access onto an arterial road from any such lot.**

The Property has frontage along an arterial road (Route 28). The Rezoning application proposes to remove all existing access points onto Route 28, and will provide access to Route 28 via the Route 28/Nokes Boulevard interchange that is currently being constructed on the Property. Therefore, an increase in FAR of 0.1 is justified.

Section 4-1359(D) of the Revised 1993 Loudoun County Zoning Ordinance permits additional incentives, which include:

- 1) **Areas within the FOD can be included when calculating the permissible FAR and residential density if a 25 foot natural buffer is maintained from the edge of the FOD.**

Floodplain associated with Broad Run is located on the Property. The Applicant proposes to preserve and protect this area with the exception of minor intrusions related to permitted utility and road construction activities. The Applicant proposes natural surface trails and a potential wetlands mitigation bank in the floodplain, which are permitted uses in the FOD. A 25 foot-natural buffer adjacent to the FOD in excess of the 25 feet required with this incentive will be maintained, with the exception of necessary utility and public road crossings. ~~Therefore, inclusion of the FOD in the FAR and residential density calculations is justified~~Though the 25 foot natural buffer will be maintained but for the exceptions noted above, the Applicant has not calculated the overall intensity of the development to be inclusive of the FOD.

ZONING ORDINANCE, FSM AND LSDO MODIFICATIONS REQUESTED

Revised 1993 Loudoun County Zoning Ordinance Modifications

- 1) **Section 4-1356(B)(1)--Front Yard.**

The Revised 1993 Loudoun County Zoning Ordinance requires that the maximum front yard in the PD-MUB District not exceed 30 feet, though a maximum front yard of 50 feet may be permitted when a courtyard, plaza, terrace, or other common area a minimum of 300 square feet is provided adjacent to the front property line. This maximum area will be provided for uses within all Land Bays with the exception of those with frontage along Pacific Boulevard and/or Route 28 (Land Bay ~~N~~**B, F, J, N and Q**). Because of the constrained physical layout of ~~this Land Bay,~~the property and the design intent to provide Keynote Employment uses adjacent to Pacific Boulevard and Route 28, a maximum front yard of 150 feet ~~may be necessary. Considering the isolated application of this modification request, this is requested for~~Land Bays B, F, J and N and 620 feet for Land Bay Q. Buildings located adjacent to Pacific Boulevard within Land Bays B, F, J and N will be located a maximum of 150 feet from the public right-of-way, which will allow for attractive landscaping and limited surface parking while accommodating these Keynote Employment buildings that will be a minimum of four stories or 50 feet in height. Land Bay Q will be devoted entirely to employment and non-hotel commercial ancillary uses in furtherance of the Keynote Employment policies of the Revised General Plan. In order to market Land Bay Q to potential governmental or other office campus users, and due to its dual frontage on Pacific Boulevard and Route 28, buildings within Land Bay Q will be set back a maximum of 620 feet from the public right-of-way, which will permit conformance with federal security guidelines. The Applicant does not believe that ~~it~~these requested front yard modifications for those buildings with frontage on Pacific Boulevard and/or Route 28 will detract from the intent of the PD-MUB District.

2) Section 4-1356(B)(3)--Rear Yard.

The Revised 1993 Loudoun County Zoning Ordinance requires that the minimum rear yard in the PD-MUB District be at least 5 feet. The Applicant requests that rear yards of 0 feet be permitted, which is necessitated by the grid network design of streets and blocks that places buildings closer together. Regardless of this requested modification, the Applicant will ensure that necessary fire provisions are incorporated into all designs of buildings which will be verified during site plan review.

3) Section 4-1356(C)--Building Height.

The Revised 1993 Loudoun County Zoning Ordinance permits maximum building heights of 75 feet in the PD-MUB District. In order to fulfill the recommendations of the Revised General Plan to provide prominent buildings adjacent to Route 28, the Applicant requests that a maximum building height of 160 feet be permitted for Land Bays B, F, J and Q. Building heights within all other land bays will not exceed 75 feet. Permitting buildings within these land bays to be constructed with a maximum building height of 160 feet is essential to provide the type of Keynote Office uses within the Route 28 corridor, as envisioned by the Revised General Plan. Together with the requested modification for the width of the maximum front yard (Sect. 4-1356(B)(1)), these modifications will permit an innovative design that will increase the marketability of these buildings; therefore implementing the recommendations of the Revised General Plan.

4) Section 4-1358(B)2, Section 5-1413(C)(1)(a) & Section 5-1413(C)(2)(a)--Parking Lot Landscaping.

The Revised 1993 Loudoun County Zoning Ordinance requires that a 10-foot wide landscape strip be provided between parking lots and property boundaries. The Applicant requests that this be modified to permit landscaping strips that will be a minimum of ~~64~~ feet, which is adequate to support vegetation growth and afford proper buffering of parking areas. As depicted on Sheet 17 of the Concept Plan, surface parking areas will be buffered from pedestrian walkways and vehicular travelways by 4 foot wide evergreen hedgerow that will be of sufficient height to block any potential headlight glare from impacting pedestrians. Additionally, the vehicular travelway will be buffered from the pedestrian walkway by a 6 foot wide planting area. This peripheral parking lot screening design provides an innovative streetscape design that will effectively buffers surface parking areas from pedestrian walkways and vehicular travelways.

5) Section 4-1358(C)--Tree Spacing.

The Revised 1993 Loudoun County Zoning Ordinance requires that street trees be provided adjacent to all areas dedicated for vehicle usage at a density of one tree per 25 linear feet. The Applicant proposes that this requirement be modified to permit the calculation of required street trees to be calculated, and planted, 44 feet on-center where on-street parking is provided and 35 feet on-center where on-street parking is not provided. It is the past experience of the Applicant and its consultants that trees planted according to the requested spacing is sufficient to

support healthy vegetative growth. **The Zoning Ordinance requirement to provide street trees at a density of one tree per 25 linear feet is not conducive to an attractive, useful and healthy streetscape, as this measurement does not take into account restrictive planting areas such as utility corridors, sight distance and clear zone requirements, signage, lighting and streetscape amenities . The Applicant's modification, which has been approved on other similar projects in the County, takes these restrictive planting areas into account and aides in the creation in a safe and effective streetscape environment. As depicted on Sheet 18A of the Concept Plan, an emended soil panel will be provided behind the curb to interconnect tree pits, which will create a healthy environment for long-term tree growth. The Applicant's proposed tree spacing, along with the inclusion of amended soil panels in the planting areas, is an innovative design technique that improves upon existing regulations.**

6) Section 4-1359(D)(2)--Private Streets.

The Revised 1993 Loudoun County Zoning Ordinance permits the provision of private streets if residential uses are located within 1,200 feet of principal business uses and that 75% of the structures are multi-story mixed use structures. Each of the residential uses will be located within 1,200 feet of a principal business use structure. The majority of buildings will be multi-story mixed-use structures, though not the 75% required by this Section. The Applicant believes that the proposed development meets the intent of the PD-MUB District and that this development will be best served by private rather than public streets within the core of the development.

Facilities Standards Manual Modification

1) Section 4.310(C)--General Design Requirements.

The FSM requires that road jogs with center lines offsets of less than 225 feet shall not be allowed in public and Category A private roadways. The Applicant proposes that private streets within Kincora Village Center will be constructed with centerline offsets of a minimum of 90 feet, which is necessary to permit the type of street grid network including streetscapes that will promote pedestrian safety along these internal roads.

2) Section 4.310(G)--General Design Requirements.

The FSM requires that roadways intersecting with a public or Category A private roadway shall have a minimum length of 50 feet between curb returns and/or curb cuts. The Applicant proposes that Kincora Village Center will be constructed with private streets that will have a minimum of 0' between curb returns and/or curb cuts, which is necessary to permit the type of street network that will promote, and provide protection, for pedestrian activity along these internal roads.

3) Section 4.330(B)(2)--Private Roadway Standards.

The FSM requires that Category A roadways shall be constructed with cross section easements that are a minimum of 6' behind the face of curb. The Applicant proposes that the cross section

easements for Category A roadways within Kincora Village Center be permitted to be constructed by the Owner with cross sections that will be a minimum of 0.5' feet behind the face of curb, which is necessary to permit the type of street network and design necessary to promote pedestrian usability while still ensuring vehicular and pedestrian safety.

4) Section 4.330(B)(3)--Private Roadway Standards.

The FSM requires that i) Category A1, A2, A3, A4 and A5 roadways be designed with a minimum curve radius of 110, 165, 338 and 478 feet, respectively – the Applicant requests that these curve radii be reduced to 50 feet; that ii) Category A2, A3, A4 and A5 roadways be designed with speeds of 25, 30 and 35 miles per hour, respectively – the Applicant requests that these design speeds be reduced to 20 miles per hour; and that iii) Category A1, A2, A3, A4 and A5 roadways be designed with sight distances of 150, 200 and 275, feet respectively – the Applicant requests that these sight distance requirements be reduced to 100 feet. The private roads within Kincora Village Center will provide adequate vehicular circulation and safety while promoting pedestrian safety and viability of streetscapes.

Land Subdivision and Development Ordinance

1) Section 1245.01(2)--Lots and Building Area.

The LSDO requires that all lots shall front on an existing or recorded public street dedicated by the subdivision plat and maintained or designed and built to be maintained by the Virginia Department of Transportation. In accordance with Section 4-1359(D)2 of the Revised 1993 Loudoun County Zoning Ordinance, which permits the construction of private streets within the PD-MUB District, Kincora Village Center will be developed with lots that will front on private streets constructed in accordance with applicable requirements of the FSM unless modified according to the conditions stated in the proffers for this Rezoning. All of the private streets will be maintained by the Owner's Association that will be created prior to occupancy of any of the buildings within the development.